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LISTING STATEMENT NO. 2332.

LISTED DECEMBER 30, 1968.
2,000,003 Common Shares without par value.
Stock Symbol "RDO".
Post Section 8.2.
Dial Quotation No. 1944.

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

REED SHAW OSLER LIMITED

Incorporated under the Laws of Canada by
Letters Patent dated August 29, 1968

2,000,003 COMMON SHARES WITHOUT PAR VALUE
(Transferable in Toronto, Calgary, Halifax, Montreal, Vancouver and Winnipeg)

CAPITALIZATION

	<u>AUTHORIZED</u>	<u>ISSUED AND OUTSTANDING</u>	<u>TO BE LISTED</u>
Common Shares without par value	3,000,000	2,000,003	2,000,003

1. APPLICATION

REED SHAW OSLER LIMITED (hereinafter called the "Company") hereby makes application for the listing on The Toronto Stock Exchange of 2,000,003 Common Shares without par value in the capital stock of the Company, all of which Shares have been issued and are presently outstanding as fully paid and non-assessable.

2. REFERENCE TO PROSPECTUS

Reference is made to the prospectus issued by the Company under date November 15, 1968 in respect of the offering of 400,000 Common Shares without par value in the capital stock of the Company, a copy of which prospectus is incorporated herein and made a part hereof.

Information describing the history of the Company, the nature of the business conducted by it, the incorporation by Letters Patent, the rights, preferences and other privileges relating to the Common Shares and the property of the Company, is set out in the prospectus attached hereto.

3. PRIOR ISSUE OF SHARES

Since the incorporation of the Company and prior to the date hereof the Company has issued a total of 2,000,003 Common Shares.

4. DIVIDEND RECORD

The Company has not paid any dividend on its shares.

5. FUNDED DEBT

The Company has no funded indebtedness.

6. OPTIONS, UNDERWRITINGS, ETC.

- (a) No options are presently outstanding on any of the shares in the capital stock of the Company.
- (b) There are no underwriting agreements presently outstanding.
- (c) There are no issued shares of the Company held for the benefit of the Company.

7. LISTING ON OTHER STOCK EXCHANGES

There are no securities of the Company listed on any other Stock Exchange.

8. STATUS UNDER SECURITIES ACTS

Particulars of any filing, registration, approval or qualification with or by the Ontario Securities Commission or any corresponding governmental body or authority, Canadian or foreign, are as follows:

(a) The Ontario Securities Commission issued its official receipt dated November 15, 1968 in reference to the offering of 400,000 Common Shares without par value in the capital stock of the Company.

(b) The said 400,000 Common Shares without par value in the capital stock of the Company offered for sale by the above-mentioned prospectus were qualified for sale to the public through registered security dealers in each of the Provinces of Canada.

9. FISCAL YEAR

The fiscal year of the Company ends on the 31st day of August in each year.

10. ANNUAL MEETING

The by-laws of the Company provide that the Annual Meeting of Shareholders shall be held at such place as the Board of Directors may by resolution determine; however, a general meeting of shareholders at which the Directors of the Company are elected shall be held at some place within Canada and on such day each year as the Board of Directors may by resolution determine. Since its incorporation, there has been no Annual Meeting of Shareholders.

11. HEAD AND OTHER OFFICES

The Head Office of the Company is located at 25 Adelaide Street West, Toronto, Ontario. In addition the Company has regional offices at the following locations:

<u>Address</u>	<u>City</u>	<u>Province</u>
34 King Street East	Toronto	Ontario
1203 West Pender Street	Vancouver	British Columbia
525 Seymour Street	Vancouver	British Columbia
150 Fullarton Street	London	Ontario
759 Place Victoria	Montreal	Quebec
101 Mercantile Building	Edmonton	Alberta
360 Elveden House	Calgary	Alberta
513-8th Avenue S.W.	Calgary	Alberta
203 Portage Avenue	Winnipeg	Manitoba
120 Lynx Building		
Saskatoon Airport	Saskatoon	Saskatchewan

12. TRANSFER AGENT AND REGISTRAR

The Canada Trust Company at its principal office in Toronto, Ontario, and Canada Permanent Trust Company at its principal offices in Vancouver, Calgary, Winnipeg, Montreal and Halifax, are the transfer agents and registrars of the Common Shares of the Company. The Common Shares are mutually interchangeable at any of these offices.

13. TRANSFER FEE

No fee is charged on the transfer of any of the Common Shares of the Company other than the customary Government Security Transfer Taxes where applicable.

14. AUDITORS

The auditors of the Company are Clarkson, Gordon & Co., Chartered Accountants, 15 Wellington Street West, Toronto 1, Ontario.

15. DIRECTORS

<u>Name</u>	<u>Occupation</u>	<u>Home Address</u>
John Black Aird	Barrister and Solicitor	2 Glenallan Road, Toronto 12, Ontario.
Arthur George Bacon	Insurance Executive	4300 Maisonneuve Boulevard, East Wing Westmount, Montreal, P.Q.
Alan R. Cane	Insurance Executive	11 Anewan Drive, Toronto, Ontario.
John S. Davidson	Insurance Executive	4727 Drummond Drive, Vancouver, B.C.
Paul Filion	Insurance Executive	5129 Côte St. Antoine Road, Montreal, P.Q.
James L. Halliday	Insurance Executive	10 Harrison Road, Toronto, Ontario.
Roderick C. Hughes	Insurance Executive	39 Sumner Heights Drive, Willowdale, Ontario.
George E. Jackson	Insurance Executive	408 Windemere Road, London, Ontario.
Benton Mackid	Insurance Executive	4907-8th Street S.W., Calgary, Alberta.

New Issue

400,000 Common Shares

(no par value)

REED SHAW OSLER LIMITED

(Incorporated under the laws of Canada)

The common shares offered by this prospectus are being sold by the Company. There is at present no quoted market for the Company's securities. The price of the common shares was determined by negotiation between the Company and the Underwriter named herein.

An application to list the 2,000,003 common shares in the capital of the Company to be outstanding on completion of this offering, including the 400,000 common shares offered hereby, has been accepted by the Toronto Stock Exchange, subject to the filing of required documents and evidence of satisfactory distribution, both within 90 days.

	<u>Price to Public</u>	<u>Underwriter's Commission</u>	<u>Proceeds to the Company*</u>
Per Share.....	\$8.50	\$.51	\$7.99
Total.....	\$3,400,000	\$204,000	\$3,196,000

*Before deduction of expenses of issue estimated at \$90,000.

We, as principals, offer these common shares, subject to prior sale, if, as and when issued by the Company and accepted by us, and subject to the approval of all legal matters on behalf of the Company by Edison, Aird & Berlis, Toronto, Ontario, and on our behalf by Fasken & Calvin, Toronto, Ontario.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

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The Company

Reed Shaw Osler Limited (sometimes hereinafter referred to as the "Company") was incorporated as a public company under the laws of Canada by letters patent dated August 29, 1968. Its head office is at 25 Adelaide Street West, Toronto, Ontario. On August 31, 1968, the Company acquired substantially all of the business and assets of Reed, Shaw & McNaught, a partnership, Osler, Hammond & Nanton Insurance Limited and Cronyn, Pocock and Robinson Limited (hereinafter sometimes collectively referred to as the "Predecessors").

The Predecessors conducted insurance brokerage and agency businesses, as well as the businesses of average adjusting, claim settlements and loss prevention consulting. The Company is a leading Canadian insurance broker.

History

Reed, Shaw & McNaught

Reed, Shaw & McNaught was founded as a partnership in Toronto in 1872. The partnership subsequently opened an office in Montreal, and through its two offices developed a substantial business in Eastern Canada. In 1959, the firm merged its business with that of B. L. Johnson Walton Company Limited, large insurance brokers based in British Columbia and Alberta. Through business development and acquisitions of smaller firms, the new partnership continued to expand its national operations as one of the largest insurance brokers in Canada.

Osler, Hammond & Nanton Insurance Limited

Osler, Hammond & Nanton Insurance Limited originated from the insurance department of Osler, Hammond & Nanton, a Winnipeg based financial firm founded in 1883. The department expanded until by 1964 it had operating branches situated in eight Canadian cities and had become a significant factor in the Canadian insurance industry. In 1964 a group from the insurance department arranged the transfer of the department's insurance business to a separate company, Osler, Hammond & Nanton Insurance Limited.

Cronyn, Pocock and Robinson Limited

Cronyn, Pocock and Robinson Limited originated from a partnership formed in London, Ontario in 1850. The company was incorporated in 1959 with its head office in London, and branches in Toronto, Winnipeg and Montreal. The company developed a substantial insurance brokerage business throughout Canada.

Reed Shaw Osler Limited

On August 31, 1968, the businesses of the Company's three Predecessors, Reed, Shaw & McNaught, Osler, Hammond & Nanton Insurance Limited and Cronyn, Pocock and Robinson Limited, were combined in the Company under the management of the senior partners and officers of those Predecessors.

Capitalization

The capital of the Company consists of:

<u>Designation of Security(1)</u>	<u>Authorized</u>	<u>Outstanding August 31/68</u>	<u>Outstanding October 15/68</u>	<u>To be Outstanding on Completion of this Financing</u>
DEBT				
7% Notes Payable to Predecessors of the Company (2)	\$2,692,885	\$2,692,885	\$2,692,885	nil
CAPITAL				
Common Shares Without Par Value (Shares)	3,000,000	1,600,003 (\$1,600,003)	1,600,003 (\$1,600,003)	2,000,003 (\$5,000,003)

Notes:

- (1) Reference is made to Note 6(b) to the Consolidated Balance Sheet and Pro Forma Consolidated Balance Sheet of the Company appearing on page 13 of this prospectus for a description of the Company's leasehold commitments.
- (2) The 7% Notes payable are due upon the earlier of December 31, 1969, or upon there being outstanding at least 1,850,003 common shares in the capital stock of the Company.

Business

General

Reed Shaw Osler Limited's principal business is that of an insurance broker. In this capacity, the Company negotiates and purchases insurance protection primarily on behalf of Canadian industrial and commercial companies, municipal, provincial and federal governments, and institutions such as universities and hospitals. The Company obtains insurance for its clients from insurers throughout the world.

The Company and its subsidiaries provide insurance brokerage services for all Canadian industries including forest products, mining, petroleum and natural gas, utilities, manufacturing, retailing, finance, transportation and recreation. Specific insurance programs are designed to protect each client's exposure to loss from destruction of physical assets, loss of earnings and other business liabilities. The Company has no contractual agreements with its clients; because of the nature of its business, Reed Shaw Osler Limited and its clients develop a relationship based upon confidence and trust.

Reed Shaw Osler Limited is paid for its brokerage services principally by commissions, which normally are a portion of the premiums paid by the insured. The Company services a large number of clients, no one of which accounts for more than 1.5% of its revenues. Its ten largest clients together contribute less than 12% of aggregate revenues.

The Company does business in every province and territory of Canada and has expanded its services to provide international brokerage facilities for its Canadian clients with foreign operations. The Company also provides services to foreign corporations with operations in Canada.

Reed Shaw Osler Limited's methods of placing insurance vary widely in accordance with the particular form of protection being arranged. Because the Company deals in all insurance markets, it does not depend upon any one insurer or group of insurers. Such independence enables the Company to place each client's specific insurance requirements with established insurers.

The Company has grown by providing thorough and extensive services to its clients, and its future growth and operational performance will be directly dependent upon its continuing ability to provide its clients with superior service.

Insurance Services

The Company places the following principal types of insurance:

PROPERTY AND MARINE — Property and marine insurance includes protection against loss of physical assets and loss of business income, as a result of fire and/or other perils, inland marine and transportation insurance, and marine and aircraft insurance.

CASUALTY — Casualty insurance includes legal liabilities of the insured, workmen's compensation, automobile insurance, fidelity and surety bonds, crime insurance (robbery, burglary, theft), and boiler and machinery insurance.

WELFARE — Welfare plans include all types and forms of employee benefits including group life insurance, trustee or insured pension plans and medical and health insurance programs.

In addition, Reed Shaw Osler Limited provides a number of other insurance services including:

LOSS PREVENTION — The Company maintains a professional staff of loss prevention consultants who provide clients with technical advice.

PERSONAL INSURANCE — The Company arranges personal coverage including life, property, accident, health and automobile insurance.

AVERAGE ADJUSTING — Marine adjusting departments conduct the complex negotiations and settlement of hull, cargo and marine liability losses.

SELF INSURANCE — The Company manages and advises on self insurance programs.

Personnel

The Company is divided into four general operating groups:

ACCOUNT MANAGERS are senior personnel with extensive insurance experience who work closely with clients to ensure that current services are maintained and to review regularly clients' insurance programs.

THE MARKETING DEPARTMENT includes trained technical personnel who work with account managers to identify and assess insurance needs and to design and purchase appropriate forms of protection. Many of these employees have specialized in particular insurance fields. This enables the Company to advise its clients on protection available for complicated or unusual insurance risks.

THE LOSS PREVENTION DEPARTMENT includes professional engineers who advise clients on methods of reducing risk of loss. The members of this department work closely with both account managers and marketing personnel to identify a client's business exposure and insurance needs.

THE CLAIMS DEPARTMENT works with clients to enable them to obtain rapid and equitable loss settlements. Claims involving loss of business income require skilled accounting advice and the department includes specialists in this field.

Organization and Management

The Company is organized into regional units as follows:

Region	Location of Offices in Region	Approximate No. of Employees
British Columbia.....	Vancouver	135
Alberta and Saskatchewan.....	Calgary	150
	Edmonton	
	Saskatoon	
Manitoba.....	Winnipeg	90
Ontario.....	Toronto	255
	London	
Quebec.....	Montreal	65
Total		695

Since the acquisition of the businesses of the Predecessors, the Company has been operating three offices in Winnipeg and Toronto and two in each of the other cities except Saskatoon and London. These operations are now being consolidated.

The services provided to each client are managed and directed by account managers located in the same region as the client. The Company, however, utilizes the skills of specialized marketing, loss prevention and claims personnel, regardless of their location, for the benefit of any client with an unusual insurance problem. In addition, because of the Company's national operations, a client whose business is conducted in many regions may be served by a number of offices, each providing localized service for the client's needs.

Certain aspects of the Company's business are carried on through its wholly owned subsidiaries: Morgan, Nicholson Limited; Lanctot, Beaudin et Compagnie Ltée; National Computer Services Ltd.; R. S. Henderson & Company Limited and National Insurance Adjusters Limited.

Licences to Carry on Insurance Business

Licences have been obtained or have been applied for by the Company to carry on business as insurance brokers and/or insurance agents in every Province and Territory of Canada.

Description of Common Shares

The common shares without par value constitute the Company's only class of share capital. Each share carries one vote. All common shares rank equally on liquidation and are entitled to participate equally in dividends. The common shares offered hereby are fully paid and non-assessable.

Dividends

Policy

The Company was incorporated on August 29, 1968, and, to date, no dividends have been paid. At a meeting of the Board of Directors of the Company held on October 17, 1968, a tentative dividend declaration policy of 36 cents per common share per annum was adopted, to be payable at a rate of 9 cents per quarter commencing with the fiscal quarter ending February 28, 1969.

Although the foregoing tentative dividend policy has been adopted there is no guarantee of any dividend payments, as the Board of Directors may in its discretion decide at any time to retain earnings in the Company. All dividends are subject to formal declaration by the Board of Directors and such dividends may only be paid out of earnings of the Company properly available for such payments.

Use of Proceeds

The net proceeds to be received by the Company from the sale of the 400,000 common shares offered by this prospectus, estimated at \$3,106,000 after deducting commission and related issuance costs, will be used to repay the Company's 7% Notes now outstanding in the aggregate principal amount of \$2,692,885 and held by the Predecessors in the principal amounts set out under the heading "Sponsors", commencing on page 9 hereof, with the balance of \$413,115 being added to the cash funds of the Company.

Directors and Officers

The names and home addresses of the directors and officers of the Company and the positions and offices in the Company held by each are as follows:

<u>Name and Address</u>	<u>Office Held</u>
RALPH BURRIDGE PAYNE..... 1 Garland Avenue, Toronto, Ontario	Chairman of the Board of Directors
JAMES WILLIAM WHITTALL..... 3110 Travers Avenue, West Vancouver, B.C.	President and Director
JAMES MALCOLM MYLREA..... 97 Stratford Crescent, Toronto, Ontario.	Executive Vice-President and Director
ARTHUR GEORGE BACON..... 4300 Maisonneuve Blvd., Westmount, Quebec.	Senior Vice-President and Director
GEORGE PAUL MCEVENUE..... 270 Regent Street, London, Ontario.	Senior Vice-President and Director
ARTHUR RONALD MONAHAN..... 1707 West 41st Avenue, Vancouver, B.C.	Senior Vice-President and Director
JACK MAYHEW MOON..... 5815 Elbow Drive, Calgary, Alberta.	Senior Vice-President and Director
JOHN MOORE RILEY..... 16 Highland Avenue, Toronto, Ontario.	Secretary-Treasurer and Director
ALAN ROWE CANE..... 11 Anewen Drive, Toronto, Ontario.	Vice-President and Director
JOHN SEETON DAVIDSON..... 4727 Drummond Drive, Vancouver, B.C.	Vice-President and Director

<u>Name and Address</u>	<u>Office Held</u>
PAUL FILION..... 5129 Côte St. Antoine Road, Montreal, Quebec.	Vice-President and Director
JAMES LORNE HALLIDAY..... 10 Harrison Road, Willowdale, Ontario.	Vice-President and Director
RODERICK COOPER HUGHES..... 39 Sumner Heights Drive, Willowdale, Ontario.	Vice-President and Director
GEORGE ERNEST JACKSON..... 408 Windermere Road, London, Ontario.	Vice-President and Director
BENTON MACKID..... 4907-8th Street S.W., Calgary, Alberta.	Vice-President and Director
GEORGE WALTERS REED..... 301 Montrose Street, Winnipeg, Manitoba.	Vice-President and Director
DONALD KEITH RUSSELL..... 21 Tudor Gate, Willowdale, Ontario.	Vice-President and Director
JAMES RAYMOND WILKINS..... 13615-86th Avenue, Edmonton, Alberta.	Vice-President and Director
HON. JOHN B. AIRD, Q.C..... 2 Glenallan Road, Toronto, Ontario.	Director
ARTHUR DEANE NESBITT..... 3269 Cedar Avenue, Westmount, Quebec.	Director
ERIC GWYNNE BALE..... 3155 Travers Avenue, West Vancouver, B.C.	Vice-President
EDGAR ANDREWS CAWKER..... 27 Wellington Crescent, Edmonton, Alberta.	Vice-President
HERBERT DAY..... 202 Vernon Road, St. James, Manitoba.	Vice-President
THOMAS SCOTT FENNELL..... 100 Douglas Drive, Toronto, Ontario.	Vice-President
CEDRIC GEORGE EDWARD GYLES..... 230 Lamont Blvd., Tuxedo, Winnipeg, Manitoba.	Vice-President
HARRY JOHN HARVEY..... 4251 Britannia Drive, Calgary, Alberta.	Vice-President
HARRY JOHN HAWKINS..... 20 Heathview Avenue, Willowdale, Ontario.	Vice-President
TERENCE LEOPOLD JONES..... 265 Glen Manor Drive East, Toronto, Ontario.	Vice-President

<u>Name and Address</u>	<u>Office Held</u>
JOSEPH PIERRE ARMAND LANCTOT..... 28 Deauville Road, Ste. Marguerite Station, Quebec.	Vice-President
ROBERT GEORGE McMURRICH..... 171 Rose Park Drive, Toronto, Ontario.	Vice-President
EDMUND BOYD OSLER, M.P..... 295 Manor Avenue, Rockcliffe Park, Ottawa, Ontario.	Vice-President
ANTHONY FRANCIS SALVATORE..... 4686 Westmount Avenue, Westmount, Quebec.	Vice-President
DAVID LYNN THOMAS..... 4139 Crown Crescent, Vancouver, B.C.	Vice-President

The principal occupation of each of the directors and officers of the Company during the past five years was as follows:

Messrs. Whittall, Mylrea, Bacon, Moon, Davidson, Filion, Halliday, Hughes, Mackid, and Russell were partners of Reed, Shaw & McNaught; Mr. Wilkins was a partner of Reed, Shaw & McNaught after January, 1966 and prior thereto was Manager of the Reed, Shaw & McNaught office in Edmonton; Messrs. Gyles, Harvey, Hawkins, Salvatore and Thomas were Managers of the Reed, Shaw & McNaught offices in Winnipeg, Calgary, Toronto, Montreal and Vancouver, respectively; Mr. Bale was the Comptroller of Reed, Shaw & McNaught; Messrs. Gyles, Harvey, Hawkins, Salvatore, Thomas and Bale were admitted to partnership in Reed, Shaw & McNaught in August, 1968.

Messrs. Payne, Monahan, Riley, Cane, Reed, Cawker, Day, Lanctot, McMurrich and Osler were officers and/or directors of Osler, Hammond & Nanton Insurance Limited after May of 1964 and prior thereto were officers or executives of Osler, Hammond & Nanton Limited; Messrs. Payne and Reed were also directors of the latter company; Mr. Osler has also been a Member of Parliament since June, 1968.

Messrs. McEvenue, Jackson, Fennell and Jones were officers and directors of Cronyn, Pocock and Robinson Limited.

Senator Aird is a partner of Edison, Aird & Berlis, Barristers and Solicitors, Toronto, solicitors for the Company; Mr. Nesbitt has been Chairman of the Board of Nesbitt, Thomson and Company, Limited, since July, 1968 and prior thereto was President of Nesbitt, Thomson and Company, Limited.

Remuneration of Directors and Senior Officers

The aggregate direct remuneration paid or payable by the Company and its subsidiaries to the directors and senior officers of the Company for the month from the date of the Company's incorporation to September 30, 1968, was \$80,208.33. The Company estimates that during its first financial year ending on August 31, 1969, the Company and its subsidiaries will pay to the directors and senior officers of the Company aggregate direct remuneration of \$962,500. In addition, incentive bonuses dependent upon the operating performance of the Company may be paid to directors and employees, including senior officers of the Company. The aggregate amount of incentive bonuses to directors and senior officers will be limited, for an initial period of three years, to a maximum of \$100,000 per annum if the Company's earnings before income taxes are less than \$2,700,000 or the result of payment of such incentive bonuses would be to reduce such earnings before income taxes to less than \$2,700,000. (Thirty-three persons are directors and senior officers, as defined by The Securities Act, 1966 (Ontario), of the Company.) Reference is made to certain employment contracts between the Company and certain officers and employees described in item 3 under the heading "Material Contracts" on page 11 hereof.

The estimated aggregate cost to the Company and its subsidiaries during the first financial year of the Company ending August 31, 1969, of pension benefits proposed to be paid to their respective directors and senior officers under pension plans in the event of retirement at normal retirement age, is \$48,125.

Principal Holders of Securities

The following table sets out, as of October 15, 1968, all of the shareholders of the Company, except those persons holding director's qualifying shares:

<u>Name and Address</u>	<u>Type of Ownership</u>	<u>Number of Shares Owned</u>	<u>Percentage of Outstanding Shares</u>
REED, SHAW & McNAUGHT 25 Adelaide St. West, Toronto, Ontario	Of record Beneficially	1,187,392 1,187,403	74.21% 74.21%
OSLER, HAMMOND & NANTON INSURANCE LIMITED 2 Carlton Street, Toronto, Ontario	Of record Beneficially	282,595 282,600	17.66% 17.66%
CRONYN, POCOCK AND ROBINSON LIMITED 150 Fullarton Street, London, Ontario	Of record Beneficially	129,998 130,000	8.13% 8.13%
	Total—Of record	1,599,985	100.00%
	Total—Beneficially	1,600,003	100.00%

Reed, Shaw & McNaught, Osler, Hammond & Nanton Insurance Limited and Cronyn, Pocock and Robinson Limited intend, with all convenient speed after the issue of the shares covered by this prospectus, to distribute to their partners and shareholders all the shares beneficially owned by them. As the Predecessors will have previously deposited certain of their shares in escrow, the aforesaid distribution will be partly within and partly outside the terms of the escrow; reference is made to the heading "Common Shares Held in Escrow" and item 4 of "Material Contracts" on pages 10 and 11 respectively hereof for a fuller description of the terms of the escrow. As a result of such distribution, no one person or company will own of record or beneficially, directly or indirectly, more than 10% of the shares of the Company, but the directors and senior officers of the Company and its subsidiaries will own beneficially, directly or indirectly, as a group, approximately 70% of the shares of the Company.

Sponsors

Under an agreement dated and effective August 31, 1968, Reed, Shaw & McNaught, Osler, Hammond & Nanton Insurance Limited and Cronyn, Pocock and Robinson Limited (herein sometimes called the "Sponsors") sold their businesses, other than the general agency business of Osler, Hammond & Nanton Insurance Limited, substantially as a whole to the Company in consideration of certain cash payments, the assumption by the Company of certain liabilities and the issue of shares and promissory notes of the Company.

The current and other tangible assets of the Sponsors were transferred to the Company at the book value of such assets as follows:

	<u>Reed, Shaw & McNaught</u>	<u>Osler, Hammond & Nanton Insurance Limited (including assets of subsidiaries transferred)</u>	<u>Cronyn, Pocock and Robinson Limited</u>
Total tangible assets transferred.....	<u>\$10,577,145</u>	<u>\$4,610,901</u>	<u>\$1,598,014</u>
Consideration for transfer:			
Liabilities assumed.....	\$ 9,968,006	\$4,059,971	\$1,598,014
Cash paid to the Sponsors by the Company...	609,139	550,930	
	<u>\$10,577,145</u>	<u>\$4,610,901</u>	<u>\$1,598,014</u>

The goodwill of the Sponsors was transferred for the following consideration:

	Reed, Shaw & McNaught	Osler, Hammond & Nanton Insurance Limited (including goodwill of subsidiaries transferred)	Cronyn, Pocock and Robinson Limited	Total
Common shares of no par value—				
Number of shares.....	<u>1,187,400</u>	<u>282,600</u>	<u>130,000</u>	<u>1,600,000</u>
Value assigned to these shares by the directors at date of issue, August 31, 1968 (\$1 per share).....	<u>\$1,187,400</u>	<u>\$282,600</u>	<u>\$130,000</u>	<u>\$1,600,000</u>
7% notes payable.....	<u>1,858,608</u>	<u>478,719</u>	<u>312,673</u>	<u>2,650,000</u>
	<u>\$3,046,008</u>	<u>\$761,319</u>	<u>\$442,673</u>	<u>\$4,250,000</u>

Each of the Sponsors paid to the Company, as a commission, an amount in cash equal to its unearned commission reserves, and the Company undertook in each case, in consideration therefor, to provide service with respect to outstanding insurance policies and to assume all liabilities in respect of such policies, including the liability to refund commissions received but not earned on policy cancellations.

In addition, the Sponsors advanced a total of \$42,885 to finance payment of the Company's organization and preliminary expenses and received an equal aggregate principal amount of 7% promissory notes in consideration therefor.

Under the terms of the agreement, each of the Sponsors covenanted to cease carrying on any insurance business (except the general agency business sold in 1967 but still managed by Osler, Hammond & Nanton Insurance Limited) as formerly carried on by any of them prior to August 31, 1968.

Plan of Distribution

By an agreement dated November 15, 1968, the Company has agreed to sell and Nesbitt Thomson Securities Limited has agreed to purchase, on its own behalf, as underwriter, all of the common shares offered by this prospectus from the Company at a price of \$8.50 per common share for a total of \$3,400,000 less an aggregate commission of \$204,000. The agreement provides that the said purchase and sale will close on or about November 29, 1968 subject to compliance by the Company with the usual terms and conditions. Delivery of share certificates will follow within a reasonable time thereafter.

Common Shares Held in Escrow

As at November 15, 1968, approximately 1,100,000 common shares in the capital of the Company, representing 55% of the total common shares to be issued and outstanding on completion of this offering, are held in escrow by Canada Permanent Trust Company, as Escrow Agent, pursuant to agreements between the Company, Nesbitt Thomson Securities Limited, the owners of the shares and the Escrow Agent, referred to under the heading "Material Contracts" on page 11 of this prospectus.

Of the said 1,100,000 common shares, 220,000 shares are to be released from escrow at the end of each year during the term of the Escrow Agreements, with the result that, at the end of five years from the date hereof, all of the said 1,100,000 common shares will have been released from escrow. Any or all of the common shares held in escrow may, under the terms of the said Escrow Agreements, be released at any time upon the consent of the Company and Nesbitt Thomson Securities Limited. The said Escrow Agreements further provide that, upon the death or normal retirement of any owner of the escrowed shares, all of the escrowed shares of that owner are to be released.

Material Transactions

The following material transaction took place within the three years prior to the date hereof:

On August 31, 1968, the Company purchased from Reed, Shaw & McNaught, a partnership, Osler, Hammond & Nanton Insurance Limited and Cronyn, Pocock and Robinson Limited substantially all of the business and assets of the three Predecessors. Reference is made to the heading "Sponsors" on page 9 of this prospectus for a full description of this transaction. All of the officers and directors of the Company,

with the exception of Senator Aird and Mr. Nesbitt, directors of the Company, were officers and /or directors or partners of one of the three Predecessors.

Material Contracts

In addition to contracts entered into in the normal course of business, the Company has entered into the following contracts since its incorporation:

1. An agreement dated August 31, 1968, between the Company and Reed, Shaw & McNaught, Osler, Hammond & Nanton Insurance Limited and Cronyn, Pocock and Robinson Limited for the purchase of substantially all the business and assets of the Predecessors, as described on page 9 of this prospectus under the heading "Sponsors".
2. The agreement dated November 15, 1968 between the Company and the Underwriter, as set forth on page 10 of this prospectus under the heading "Plan of Distribution".
3. Certain employment contracts effective October 1, 1968, between the Company and 32 senior officers and employees of the Company. Such employment contracts are for a term of three years and provide that the contracting officers and employees shall not, for a period of three years following the date of their termination of employment with the Company, however occasioned, either transact any insurance business with any of the Company's customers or become engaged in the insurance business as carried on by the Company within 100 miles of any office of the Company in connection with which any of them has been principally employed by the Company during the twelve months immediately preceding such termination. Two officers have entered into employment contracts with the Company which provide for remuneration on an annual basis.
4. Agreements dated November 15, 1968, between the Company, Nesbitt Thomson Securities Limited, the partnership of Reed, Shaw & McNaught, Osler, Hammond & Nanton Insurance Limited, Cronyn, Pocock and Robinson Limited and Canada Permanent Trust Company, as Escrow Agent, whereby the said Predecessors have agreed to lodge in escrow with the Escrow Agent an aggregate of approximately 1,100,000 common shares in the capital of the Company, which shares may be released in certain circumstances. The agreements provide for transfers of the escrowed shares within the escrow to certain partners of Reed, Shaw & McNaught and certain shareholders of Osler, Hammond & Nanton Insurance Limited and of Cronyn, Pocock and Robinson Limited upon a distribution of assets by the said partnership and companies to their partners and shareholders respectively, without any consent being required. Reference is made to the heading "Principal Holders of Securities" on page 9 of this prospectus, where the anticipated distribution of assets is described, and to the heading "Common Shares Held in Escrow" on page 10 of this prospectus, where further particulars of the escrow agreements are described.

Copies of the foregoing agreements may be inspected at the head office of the Company, 25 Adelaide Street West, Toronto, Ontario, while the common shares offered hereby are in the course of primary distribution and for a period of thirty days thereafter.

Transfer Agents and Registrars

The transfer agents and registrars for the common shares in the capital of the Company are as follows:

The Canada Trust Company,	Toronto 1, Ontario—110 Yonge Street
Canada Permanent Trust Company,	Calgary, Alberta—315 Eighth Ave. S.W.
	Halifax, Nova Scotia—1646 Barrington Street
	Montreal, Quebec—600 Dorchester Blvd. West
	Vancouver, British Columbia—455 Granville Street
	Winnipeg, Manitoba—433 Portage Ave. West

Auditors

Clarkson, Gordon & Co., Chartered Accountants, 15 Wellington Street West, Toronto 1, Ontario, are the auditors of the Company.

Legal Opinions

Legal matters in connection with the issuance of the common shares will be passed on by Edison, Aird & Berlis, Toronto, Ontario, on behalf of the Company, and by Fasken & Calvin, Toronto, Ontario, on behalf of the Underwriter.

REED SHAW OSLER
LIMITED

(Incorporated under the laws of Canada)
and subsidiary companies

Consolidated Balance Sheet and Pro Forma Consolidated Balance Sheet — August 31, 1968

Assets

	Balance sheet	Pro forma balance sheet (Note 1)
CURRENT:		
Cash.....	\$ 702,665	\$ 1,115,780
Short term deposits and notes.....	2,962,926	2,962,926
Accounts receivable.....	12,841,270	12,841,270
Prepaid expenses, etc.....	66,977	66,977
TOTAL CURRENT ASSETS.....	16,573,838	16,986,953
FIXED AT COST:		
Automobiles.....	110,497	110,497
Data processing equipment and office equipment.....	407,635	407,635
Leasehold improvements.....	129,439	129,439
	647,571	647,571
OTHER:		
Goodwill (Note 3).....	4,250,000	4,250,000
Sundry mortgages, etc.....	127,573	127,573
Organization and preliminary expenses.....	42,885	42,885
Financing costs.....	294,000	294,000
	4,420,458	4,714,458
	\$21,641,867	\$22,348,982

Liabilities

CURRENT:		
Accounts payable — trade.....	\$15,175,200	\$15,175,200
Sundry payables and accrued charges.....	465,058	465,058
Taxes payable.....	26,883	26,883
TOTAL CURRENT LIABILITIES.....	15,667,141	15,667,141
UNEARNED COMMISSIONS (Note 4).....	1,681,838	1,681,838
7% NOTES PAYABLE TO PREDECESSORS OF THE COMPANY (Note 5).....	2,692,885	
SHAREHOLDERS' EQUITY:		
Share Capital —		
Authorized:		
3,000,000 common shares of no par value		
Issued:		
Balance sheet — 1,600,003 common shares.....	1,600,003	
Pro forma balance sheet — 2,000,003 common shares.....		5,000,003
	1,600,003	5,000,003
	\$21,641,867	\$22,348,982

On behalf of the Board:

(Signed) J. W. WHITTALL, Director

(Signed) J. M. RILEY, Director

(See accompanying notes)

Notes to the Consolidated Balance Sheet and Pro Forma Consolidated Balance Sheet

August 31, 1968

1. PRO FORMA BALANCE SHEET:

The pro forma balance sheet gives effect to (a) the issue of 400,000 common shares for \$3,400,000 cash pursuant to an underwriting agreement dated November 15, 1968, (b) the application of the proceeds to the redemption of the notes payable to the predecessors of the Company (\$2,692,885) and the payment of underwriter's commission of \$204,000 and estimated financing costs of \$90,000, and (c) the addition of the balance of \$413,115 to the cash funds of the Company.

2. BASIS OF CONSOLIDATION:

The consolidated balance sheets include the accounts of all subsidiary companies, namely Morgan, Nicholson Limited, Lanctot, Beaudin et Compagnie Ltée, National Computer Services Ltd., R. S. Henderson & Company Limited and National Insurance Adjusters Limited.

3. GOODWILL:

The carrying value shown for goodwill of \$4,250,000 reflects the following consideration paid to the predecessors of the Company:

a) 1,600,000 common shares of the Company at the value of \$1 per share assigned by the directors at date of issue on August 31, 1968.....	\$ 1,600,000
b) 7% Notes payable.....	2,650,000
	<u>\$ 4,250,000</u>

4. UNEARNED COMMISSIONS:

The three predecessor businesses followed the practice of deferring two-thirds of the commission revenue relating to three year policies written during the course of a year, and of crediting this revenue to income in equal monthly amounts during each of the following two years. The new company proposes to continue this same accounting policy. The balance shown as "Un-earned Commissions" at August 31, 1968 represents the total of the unearned commission balances which were paid over to the new company, as a commission, by the three predecessor businesses, in consideration for the undertaking by the Company to provide services with respect to outstanding insurance policies and to assume all liabilities in respect of such policies, including the liability to refund commissions received but not earned on policy cancellations.

5. 7% NOTES PAYABLE:

The 7% Notes payable are due upon the earlier of December 31, 1969, or upon there being outstanding at least 1,850,003 common shares in the capital stock of the Company.

6. COMMITMENTS:

- a) A number of on-going payments of the Company for salaries, consulting fees and commissions are the subject of contractual arrangements. The current annual total of such payments (the largest portion of which is payable to directors and officers under three year salary and employment contracts effective October 1, 1968) amounts to approximately \$1,320,000.
- b) Various leases for office premises calling for minimum annual rentals for the five years from the commencement of operations of the Company on August 31, 1968 of the following aggregate amounts:

1969	\$431,000
1970	389,000
1971	282,000
1972	245,000
1973	208,000

These leases run for various periods to 1989.

Auditors' Report

To the Directors of

REED SHAW OSLER LIMITED:

We have examined the consolidated balance sheet and pro forma consolidated balance sheet of Reed Shaw Osler Limited and its subsidiary companies as at August 31, 1968. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion:

- (a) The accompanying consolidated balance sheet presents fairly the financial position of the companies as at August 31, 1968; and
- (b) The accompanying pro forma consolidated balance sheet presents fairly the financial position of the companies as at August 31, 1968, after giving effect to the proposed transactions described in note 1;

all in accordance with generally accepted accounting principles applied on a consistent basis.

Toronto, Canada,
November 15, 1968.

(Signed) CLARKSON, GORDON & Co.
Chartered Accountants

REED, SHAW & McNAUGHT (a Partnership)

OSLER, HAMMOND & NANTON INSURANCE LIMITED AND ITS SUBSIDIARIES
(excluding the general agency division sold in 1967)

CRONYN, POCOCK AND ROBINSON LIMITED

**Statement of Combined Earnings before Remuneration of Senior Partners,
Directors and Officers, and Income Taxes**

and

Pro Forma Statement of Combined Net Earnings

	For the years ended December 31				For the eight months ended August 31	
	1964	1965	1966	1967	1967	1968
					(Unaudited)	
Combined Earnings before Remuneration of Senior Partners, Directors and Officers, and Income Taxes						
Commissions and fees earned (net) (Note 1).....	\$6,857,201	\$7,744,476	\$8,993,581	\$10,092,535	\$6,756,335	\$7,714,328
Operating expenses other than those noted below.....	5,073,193	5,483,664	6,200,369	6,995,973	4,545,124	5,153,185
	<u>1,784,008</u>	<u>2,260,812</u>	<u>2,793,212</u>	<u>3,096,562</u>	<u>2,211,211</u>	<u>2,561,143</u>
Deduct:						
Depreciation—automobiles.....	41,719	41,433	47,747	49,835	28,553	26,809
—furniture and fixtures	45,157	62,577	59,894	75,752	41,703	54,844
Amortization of leasehold improvements.....	20,922	27,712	26,232	25,935	16,477	16,852
Debenture interest.....	3,500	6,000	6,000	5,000	4,000	
	<u>111,298</u>	<u>137,722</u>	<u>139,873</u>	<u>156,522</u>	<u>90,733</u>	<u>98,505</u>
	<u>1,672,710</u>	<u>2,123,090</u>	<u>2,653,339</u>	<u>2,940,040</u>	<u>2,120,478</u>	<u>2,462,638</u>
Add investment income (Note 2).....	83,399	94,326	93,663	108,934	85,578	129,176
Combined Earnings before Remuneration of Senior Partners, Directors and Officers, and Income Taxes.....	<u>\$1,756,109</u>	<u>\$2,217,416</u>	<u>\$2,747,002</u>	<u>\$3,048,974</u>	<u>\$2,206,056</u>	<u>\$2,591,814</u>
Pro Forma Combined Net Earnings						
Earnings as above.....				<u>\$3,048,974</u>	<u>\$2,206,056</u>	<u>\$2,591,814</u>
Deduct pro forma adjustments:						
Estimated remuneration of Individuals who were Senior Partners, Directors or Officers of the predecessor businesses (Note 3).				930,500	620,333	620,333
Provision for additional expenses (Note 3).....				42,000	28,000	28,000
				<u>972,500</u>	<u>648,333</u>	<u>648,333</u>
Pro forma net earnings before income taxes.....				2,076,474	1,557,723	1,943,481
Pro forma income taxes (Note 3).....				1,050,000	785,000	1,015,000
Pro Forma Combined Net Earnings	<u>Note 4(a)</u>	<u>Note 4(a)</u>	<u>Note 4(a)</u>	<u>\$1,026,474</u>	<u>\$ 772,723</u>	<u>\$ 928,481</u>

(See accompanying notes)

**Notes to Statement of Combined Earnings before Remuneration of Senior Partners,
Directors and Officers, and Income Taxes and to Pro Forma
Statement of Combined Net Earnings**

1. Commission revenue for the eight months ended August 31, 1968 includes commissions received on termination of a joint venture of approximately \$155,000, of which a major, but indeterminate portion could be considered as having been earned in 1967 and prior years.
2. Investment income arises primarily from the short term investment of funds available, from time to time, in excess of operating requirements. It is anticipated that currently such funds available for investment by the new company will at least equal the combined funds invested by the predecessors of the Company during each of the periods shown above.
3. Pro forma adjustments:
 - (a) The amounts shown for estimated remuneration of individuals who were senior partners, directors or officers of the predecessor businesses represent allowances for their remuneration in 1967 and the eight month periods ended August 31, 1967 and August 31, 1968 at the salary rates fixed by contracts which became effective October 1, 1968, together with a provision for pension costs with respect to the former senior partners of Reed, Shaw & McNaught (not previously covered by that partnership's pension plan). Reed, Shaw & McNaught, the largest of the three predecessors, was an unincorporated partnership and, as such, did not remunerate its partners by way of salary (except in the case of a number of employees, admitted as partners on August 1, 1968 whose total remuneration is included in operating expenses without pro forma adjustment). The other two predecessor businesses were private companies owned by their former directors and officers whose remuneration varied from year to year and was not indicative of the remuneration that will be paid to them by the Company under the new contractual arrangements.
 - (b) The amounts shown as provision for additional expenses represent the estimated expenses previously borne personally by the directors and officers of one of the predecessors of the Company. Such expenses will in future be borne by the new company.
 - (c) The amounts shown for income taxes for the year 1967, and the eight months ended August 31, 1967, have been calculated using the average tax rates in effect in 1967 of 22% on the first \$35,000 of taxable income and 51% on the remainder. The rates used for the eight months ended August 31, 1968 were 22.5% on the first \$35,000 of taxable income and 52.3% on the remainder. These average tax rates take into account the varying provincial tax rates and the distribution of taxable income between provinces.
4.
 - (a) The pro forma statement of combined net earnings is presented for the year ended December 31, 1967 and the eight months ended August 31, 1967 and August 31, 1968 only as it is not considered practicable to estimate the remuneration or additional expenses of the individuals who were senior partners, directors or officers of the predecessor businesses, which would have been incurred in the earlier years had the new company been in operation in those years.
 - (b) It is not practicable to present a statement of combined earnings of the three businesses for any period prior to 1964 since the operating results of the insurance division of Osler, Hammond & Nanton Limited (acquired by Osler, Hammond & Nanton Insurance Limited effective January 1, 1964) were not separately accounted for by that company.

Auditors' Report

To the Directors of
REED SHAW OSLER LIMITED:

We have examined the accompanying statement of combined earnings before remuneration of senior partners, directors and officers, and income taxes of Reed, Shaw & McNaught (a partnership), Osler, Hammond & Nanton Insurance Limited and its subsidiaries (excluding the general agency division which was sold in 1967), and Cronyn, Pocock and Robinson Limited for the four years ended December 31, 1967 and for the eight months ended August 31, 1968. We have also examined the pro forma statement of combined net earnings of the three businesses for the year ended December 31, 1967 and the eight months ended August 31, 1968. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion these statements present fairly:

- (a) The combined earnings of the three businesses before remuneration of senior partners, directors and officers, and income taxes for the four years ended December 31, 1967 and for the eight months ended August 31, 1968; and
- (b) The pro forma combined net earnings of the three businesses for the year ended December 31, 1967 and for the eight months ended August 31, 1968 after giving effect to the adjustments set out in note 3;

all in accordance with generally accepted accounting principles applied on a consistent basis.

Toronto, Canada,
November 15, 1968.

(Signed) CLARKSON, GORDON & Co.
Chartered Accountants

Purchaser's Statutory Rights of Withdrawal and Rescission

The Securities Act, 1967 (Alberta), The Securities Act, 1966 (Ontario) and The Securities Act, 1967 (Saskatchewan) provide, in effect, that where a security is offered to the public in the course of primary distribution,

- (a) a purchaser will not be bound by a contract for the purchase of such security if written or telegraphic notice of his intention not to be bound is received by the vendor or his agent not later than midnight on the second business day after the prospectus or amended prospectus offering such security is received or is deemed to be received by him or his agent, and
- (b) a purchaser has the right to rescind a contract for the purchase of such security, while still the owner thereof, if the prospectus and any amended prospectus offering such security contains any untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of 90 days from the later of the date of such contract or the date on which such prospectus or amended prospectus is received or is deemed to be received by him or his agent.

Reference is made to Sections 63 and 64 of each of The Securities Act, 1967 (Alberta) and The Securities Act, 1966 (Ontario) and to Sections 70 and 71 of The Securities Act, 1967 (Saskatchewan) for the complete text of the provisions under which the above-mentioned rights are conferred.

Sections 61 and 62 of the Securities Act, 1967 (British Columbia) provide in effect, that where a security is offered to the public in the course of primary distribution

- (a) a purchaser has a right to rescind a contract for the purchase of a security, while still the owner thereof, if a copy of the last prospectus, together with financial statements and reports and summaries of reports relating to the securities as filed with the British Columbia Securities Commission, was not delivered or deemed delivered to him or his agent prior to delivery to either of them of the written confirmation of the sale of the securities. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three months from the date of service of such notice, and
- (b) a purchaser has the right to rescind a contract for the purchase of such security, while still the owner thereof, if the prospectus and any amended prospectus offering such security contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of 90 days from the later of the date of such contract or the date on which such prospectus or amended prospectus is received or is deemed to be received by him or his agent.

Reference is made to the said Act of British Columbia for the complete text of the provisions under which the rights of purchasers in British Columbia are conferred.

Certificate of the Company

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of the Securities Act, 1967 (British Columbia), Part 7 of The Securities Act, 1967 (Alberta), Part VIII of The Securities Act, 1967 (Saskatchewan), Part VII of The Securities Act, 1966 (Ontario) and the regulations thereunder and under the Quebec Securities Act.

Toronto, November 15, 1968.

(Signed) J. W. WHITTALL
Chief Executive Officer

(Signed) J. M. RILEY
Chief Financial Officer

On Behalf of the Board of Directors

(Signed) R. B. PAYNE

(Signed) J. M. MYLREA

Directors

(Signed) A. R. CANE
(Signed) R. C. HUGHES
(Signed) G. P. McEVENUE
(Signed) D. K. RUSSELL
(Signed) G. E. JACKSON
(Signed) J. M. RILEY
(Signed) J. W. WHITTALL
(Signed) J. L. HALLIDAY

G. W. REED
J. R. WILKINS
J. B. AIRD
A. G. BACON
A. R. MONAHAN
J. M. MOON
J. S. DAVIDSON
P. FILION
B. MACKID
A. D. NESBITT

} per their attorney
(Signed) J. M. MILREA

Sponsors

REED, SHAW & McNAUGHT

By (Signed) J. W. WHITTALL

By (Signed) J. M. MYLREA

OSLER, HAMMOND & NANTON INSURANCE LIMITED

By (Signed) R. B. PAYNE

By (Signed) J. M. RILEY

c/s

CRONYN, POCOCK AND ROBINSON LIMITED

By (Signed) G. P. McEVENUE

By (Signed) G. E. JACKSON

c/s

Certificate of the Underwriter

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of the Securities Act, 1967 (British Columbia), Part 7 of The Securities Act, 1967 (Alberta), Part VIII of The Securities Act, 1967 (Saskatchewan), Part VII of The Securities Act, 1966 (Ontario) and the regulations thereunder, and under the Quebec Securities Act.

Toronto November 15, 1968.

NESBITT THOMSON SECURITIES LIMITED

By (Signed) J. IAN CROOKSTON

The following includes the names of all persons having an interest directly or indirectly to the extent of not less than 5% in the capital of Nesbitt Thomson Securities Limited: A. D. Nesbitt, J. I. Crookston, J. R. Osborne, H. E. Murray, N. R. Calder, D. B. Gill, J. R. Learn, C. I. Murray, D. E. M. Schaefer, J. D. McElhinney and D. N. Stoker.

THE UNIVERSITY OF CHICAGO

The University of Chicago is pleased to announce the appointment of Dr. [Name] as the [Title] of the [Department]. Dr. [Name] is a [Nationality] [Degree] in [Field] from [Institution]. He/She has been a [Position] at [Institution] since [Year]. Dr. [Name] is a [Fellowship] of the [Organization] and a [Member] of the [Organization]. He/She is also a [Member] of the [Organization].

Chicago, November 15, 1955

Respectfully,
[Signature]

[Name]
[Title]

The University of Chicago is pleased to announce the appointment of Dr. [Name] as the [Title] of the [Department]. Dr. [Name] is a [Nationality] [Degree] in [Field] from [Institution]. He/She has been a [Position] at [Institution] since [Year]. Dr. [Name] is a [Fellowship] of the [Organization] and a [Member] of the [Organization]. He/She is also a [Member] of the [Organization].

<u>Name</u>	<u>Occupation</u>	<u>Home Address</u>
George P. McEvenue	Insurance Executive	270 Regent Street, London, Ontario.
Arthur R. Monahan	Insurance Executive	1701 West 41st Avenue, Vancouver 13, B.C.
Jack M. Moon	Insurance Executive	5812 Elbow Drive, Calgary, Alberta.
James M. Mylrea	Insurance Executive	97 Stratford Crescent, Toronto, Ontario.
Arthur Deane Nesbitt	Investment Dealer	3269 Cedar Avenue, Westmount, Quebec.
Ralph B. Payne	Insurance Executive	1 Garland Avenue, Toronto, Ontario.
George W. Reed	Insurance Executive	301 Montrose Street, Winnipeg 9, Manitoba.
John M. Riley	Insurance Executive	16 Highland Avenue, Toronto, Ontario.
Donald K. Russell	Insurance Executive	21 Tudor Gate, Toronto, Ontario.
James W. Whittall	Insurance Executive	3110 Travers Avenue, West Vancouver, B.C.
James R. Wilkins	Insurance Executive	13615-86th Avenue, Edmonton, Alberta.

OFFICERS

<u>Name</u>	<u>Office Held</u>	<u>Home Address</u>
Ralph B. Payne	Chairman of the Board of Directors	1 Garland Avenue, Toronto, Ontario.
James W. Whittall	President	3110 Travers Avenue, West Vancouver, B.C.
James M. Mylrea	Executive Vice-President	97 Stratford Crescent, Toronto, Ontario.
Arthur G. Bacon	Senior Vice-President	4300 Maisonneuve Boulevard, Westmount, Quebec.
George P. McEvenue	Senior Vice-President	270 Regent Street, London, Ontario.
Arthur R. Monahan	Senior Vice-President	1707 West 41st Avenue, Vancouver, B.C.
Jack M. Moon	Senior Vice-President	5815 Elbow Drive, Calgary, Alberta.
John M. Riley	Secretary-Treasurer	16 Highland Avenue, Toronto, Ontario.
Alan R. Cane	Vice-President	11 Anewen Drive, Toronto, Ontario.
John S. Davidson	Vice-President	4727 Drummond Drive, Vancouver, B.C.
Paul Filion	Vice-President	5129 Côte St. Antoine Road, Montreal, Quebec.
James L. Halliday	Vice-President	10 Harrison Road, Willowdale, Ontario.
Roderick C. Hughes	Vice-President	39 Sumner Heights Drive, Willowdale, Ontario.
George E. Jackson	Vice-President	408 Windermere Road, London, Ontario.
Benton Mackid	Vice-President	4907-8th Street S.W., Calgary, Alberta.
George W. Reed	Vice-President	301 Montrose Street, Winnipeg, Manitoba.
Donald K. Russell	Vice-President	21 Tudor Gate, Willowdale, Ontario.
James R. Wilkins	Vice-President	13615-86th Avenue, Edmonton, Alberta.
Eric G. Bale	Vice-President	3155 Travers Avenue, West Vancouver, B.C.
Edgar A. Cawker	Vice-President	27 Wellington Crescent, Edmonton, Alberta.
Herbert Day	Vice-President	202 Vernon Road, St. James, Manitoba.
Thomas S. Fennell	Vice-President	100 Douglas Drive, Toronto, Ontario.
Cedric G. E. Gyles	Vice-President	230 Lamont Boulevard, Tuxedo, Winnipeg, Manitoba.

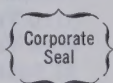
<u>Name</u>	<u>Office Held</u>	<u>Home Address</u>
Harry J. Harvey	Vice-President	4251 Britannia Drive, Calgary, Alberta.
Harry J. Hawkins	Vice-President	20 Heathview Avenue, Willowdale, Ontario.
Terence L. Jones	Vice-President	265 Glen Manor Drive East, Toronto, Ontario.
Joseph P. A. Lanctot	Vice-President	28 Deauville Road, Ste. Marguerite Station, Quebec.
Robert G. McMurrich	Vice-President	171 Rose Park Drive, Toronto, Ontario.
Edmund B. Osler, M.P.	Vice-President	295 Manor Avenue, Rockcliffe Park, Ottawa, Ontario.
Anthony F. Salvatore	Vice-President	4686 Westmount Avenue, Westmount, Quebec.
David L. Thomas	Vice-President	4139 Crown Crescent, Vancouver, B.C.

17.

CERTIFICATE

Pursuant to a resolution passed by the Board of Directors, the applicant Company hereby applies for listing of the abovementioned securities on The Toronto Stock Exchange and the undersigned Officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

REED SHAW OSLER LIMITED



Per: "J. M. MYLREA",
Executive Vice-President

Per: "J. M. RILEY",
Secretary-Treasurer

18.

CERTIFICATE OF UNDERWRITERS

To the best of our knowledge, information and belief, all of the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

NESBITT THOMSON SECURITIES LIMITED

Per: "J. D. McELHINNEY"

DISTRIBUTION OF COMMON SHARES AS OF DECEMBER 5th, 1968

<u>Number</u>		<u>Shares</u>
25	Holders of 1 — 24 share lots	198
174	" " 25 — 99 " "	7,110
85	" " 100 — 199 " "	9,000
16	" " 200 — 299 " "	3,335
9	" " 300 — 399 " "	3,020
9	" " 400 — 499 " "	3,867
17	" " 500 — 999 " "	11,515
72	" " 1000 — up " "	1,961,958
<u>407</u>	Shareholders	<u>Total 2,000,003</u>